



IFRTD

The International Forum for Rural Transport and Development (IFRTD) is a global network of individuals and organisations working together towards improved access, mobility and economic opportunity for poor communities in developing countries

**NEW GOVERNANCE
AND
ADVISORY STRUCTURE**

December 2008

IFRTD's NEW GOVERNANCE AND ADVISORY STRUCTURE

PREAMBLE

The International Forum for Rural Transport and Development (IFRTD) network is a global network of individuals and organisations working together towards improved access, mobility and economic opportunity for poor communities in developing countries.

The network's vision is that poor and vulnerable communities in developing countries are able to improve their lives through enhanced mobility, access and economic opportunity. The network works to improve policies and practices in transport operations, infrastructure, access and service provision that will benefit the lives of poor rural communities in developing countries through dialogue, information sharing, capacity building, research and advocacy.

This document replaces the previous IFRTD Constitution (January 2005) and Governance Principles as outlined in the Governance review 2001. It sets out the governance and advisory structure for the IFRTD network that links its new and existing elements - the Executive Committee, Regional NFGs/active members, Institutional Members now called Strategic Partners, the new Board of Directors and the Secretariat. New governance arrangements are primarily needed to accommodate the introduction of the IFRTD Secretariat as an independent, UK registered charity as was set out in the new strategy 2007-2011. Where applicable it will refer to specific strategic objectives and/or priorities.

It is important to note that it is the IFRTD Secretariat that will be incorporated as a UK Charity, the wider IFRTD network itself has always been, is and will remain independent. The document specifically refers to the IFRTD Secretariat where appropriate, which is distinct from the IFRTD Network. If only IFRTD is mentioned it will refer to the Secretariat. If the Forum is mentioned it will refer to the wider network.

1. BACKGROUND

As a Southern-driven global network the IFRTD network or the Forum works to improve policies and practices in transport operations, infrastructure, access and service provision that will benefit the lives of poor rural communities in developing countries through dialogue, information sharing, capacity building, research and advocacy. Since its inception in 1992, the Forum has worked with a range of stakeholders to make the transport sector more responsive and accountable to the needs of poor women, men and children and more sensitive to poverty. This followed recognition that, although transport has attracted huge sums of donor investment in the past, it has not made a strong contribution to poverty reduction, mainly because the sector has concentrated on investments in transport infrastructure without taking into consideration the needs of the poor.

From the establishment of a full-time IFRTD Secretariat in 1996, the Forum's membership has grown to approximately 4,000 active members in over 110 countries, 30 affiliated national and regional networks, and over 15,000 information seekers from all over the world. The Forum is now recognised as a global network representing southern (developing country) interests and has had considerable



success in influencing the rural transport agenda internationally and in several countries where it has a presence.

To date the IFRTD Secretariat has been an unincorporated association and therefore has neither limited liability nor a legal identity of its own. The IFRTD Secretariat has been hosted by Practical Action (formerly ITDG) and serves as a programme within Practical Action as outlined in a Memorandum of Understanding between the donors and Practical Action. IFRTD's Executive Secretary is line-managed by Practical Action's Programme and Policy Director while an Executive Committee –made up of regional representatives, institutional members and co-opted members- provides the overall strategic mandate and framework and delegates these responsibilities to the day-to-day management of the IFRTD Secretariat.

As part of its new strategy (2007-2011) which was adopted at the Executive Committee Meeting (ECM) in November 2006, it was agreed that the IFRTD Secretariat will become an independent entity -UK based- by latest November 2009 (although it is foreseen that the complete separation from Practical Action will take place by latest 1st of April 2009.) This obviously necessitates a new governance structure in line with UK law and regulations.

2. PRINCIPLES

In addition to the values outlined in the IFRTD network Strategy (2007-2011) the new governance structure is anchored in the following principles.

- As a southern-driven network the IFRTD network or the Forum aims to be non-hierarchical, democratic, gender-equitable and transparent. Its representational governance structure will reflect this, including fairer representation of “thematic groups” or unincorporated Communities Of Practice (COP) and non-NFG active members on the Executive Committee and where possible on the new Board of Directors.
- The Forum is a network, and is coordinated by a networked decentralised secretariat. This implies that networking is at the core of everything the IFRTD network does, valuing the independence of the different elements of the network, while ensuring that the Secretariat team works together, adds value to each others' work and contributes to the overall goals of the whole network.
- Regional and national network constituents will be supported to implement and uphold their own systems of governance while respecting the overall values the network has set itself.

3. PROCESS

As a network, the Forum values a consultative process involving many different stakeholders. The process to develop a new governance structure was linked to a wider Sida-funded capacity assessment during which Consultants from the International Institute for Sustainable Development (IISD) were commissioned to review the capacities needed for an independent IFRTD Secretariat, including the governance structure. Divided into two phases the first phase ended with a presentation and report at the ECM held in Bern in December 2007. Here the Executive Committee agreed on the broad parameters of the structure (explained



below) and commissioned a small task force or sub-committee made up of the Chair, Executive Secretary and four regional members to draft the new governance structure. Upon completion the document has been circulated for comments to all members of the Executive Committee, revised and approved at the ECM in Stockholm. This was combined with recommendations for founding board members that have been sought by the Secretariat and have been endorsed by the Executive Committee.

4. NEW PROPOSED STRUCTURE

The key new governance feature is that the new legal entity the IFRTD Secretariat – is governed by an independent Board of Directors who has full legal and financial responsibility for activities carried out by the IFRTD Secretariat (and funded by monies raised on behalf of or donated to the IFRTD Secretariat). This Board of Directors will replace the host, Practical Action.

The current Executive Committee, consisting of regional representatives, institutional members (now called institutional partners) and co-opted members, will continue its steering and advisory role and be responsible to provide strategic direction to the IFRTD network, the Board of Directors and IFRTD Secretariat.

These changes arise from the obligatory legal responsibilities of the new Charity under UK law and are discussed in more detail below. As in the old informal governance structure where there were three components (the Executive Committee, Practical Action's Programme and Policy Director and the IFRTD Secretariat), (see figure 1) today the Board of Directors is legally and financially responsible for governing the IFRTD Executive Secretary and Secretariat (see figure 2) while the Executive Committee continues to provide strategic direction.

The new Governance structure therefore consists of:

- Executive Committee (representative of the wider IFRTD network, a steering and advisory body to the IFRTD Board of Directors and Secretariat but with no legal responsibility or status)
- Board of Directors (created by the members of the Executive Committee to implement the strategy proposed by the Executive Committee as well as govern the IFRTD Secretariat)
- IFRTD Secretariat (to implement the actions decided by the Board of Directors and reporting to this Board).

The roles and responsibilities of each are described in more detail below starting with the Executive Committee as the highest steering body, followed by the Board of the Directors of the new legal entity and ending with the IFRTD Secretariat as the facilitating body which is accountable financially and legally to the Board of Directors and strategically to the Executive Committee. This order illustrates the 'accountability chain' and the fact that the IFRTD Secretariat is accountable to the wider network, represented by the Executive Committee and Board of Directors.



Figure 1
Former Governance Structure

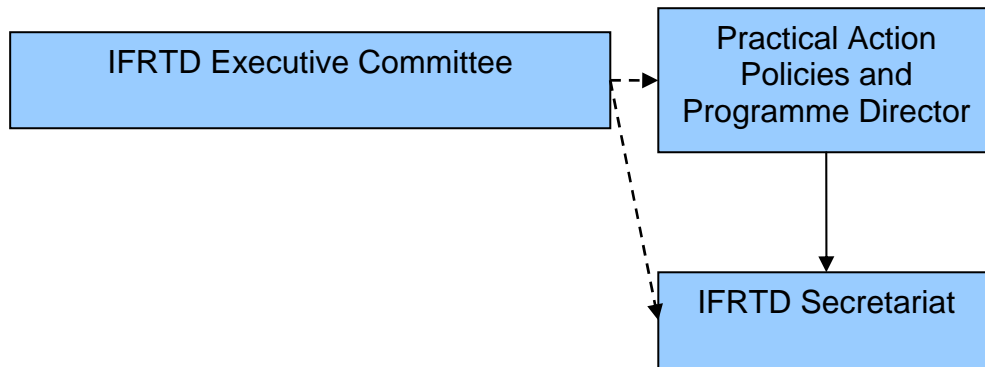
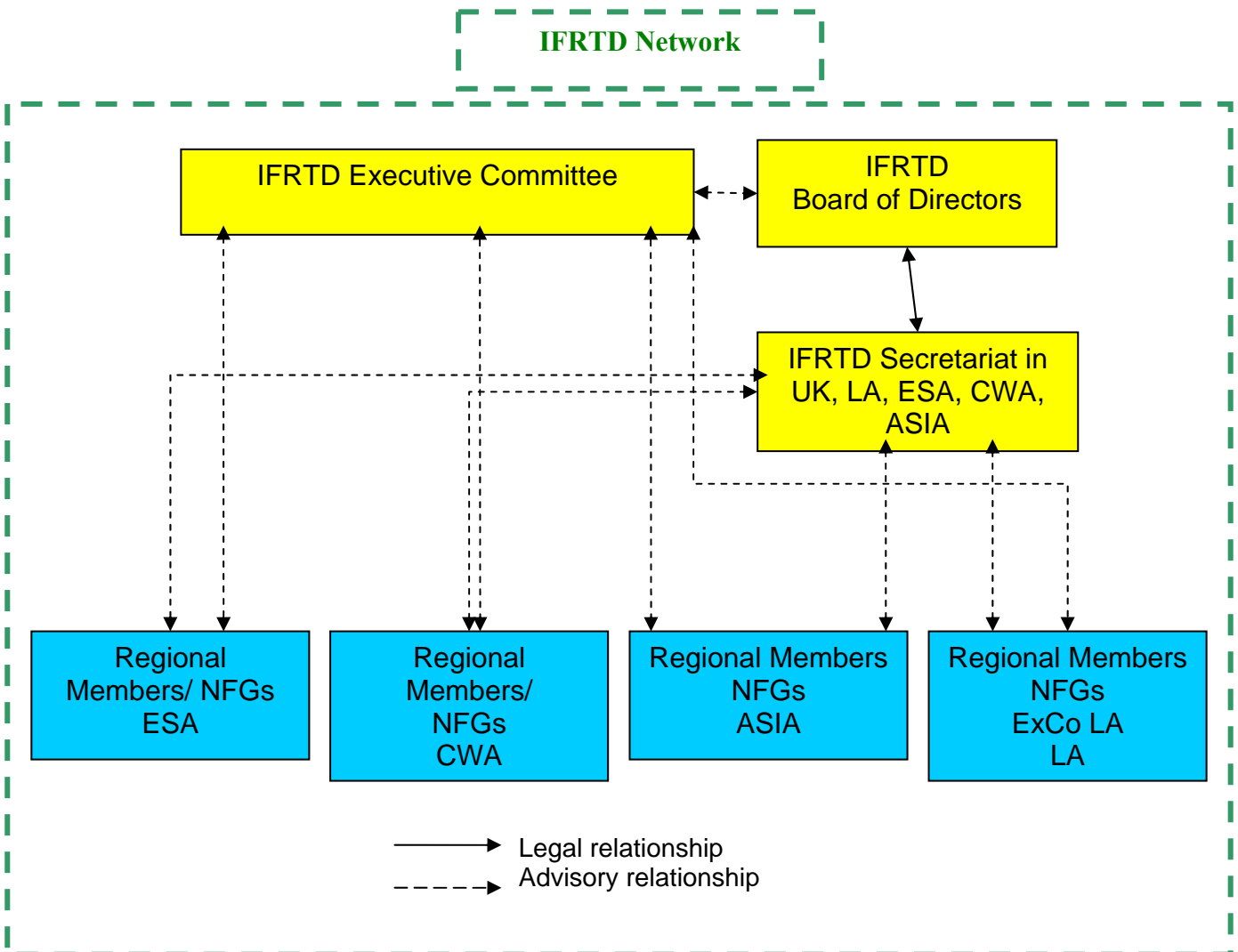


Figure 2
Proposed Governance Structure



5. IFRTD EXECUTIVE COMMITTEE

5.1. Roles and Responsibilities.

The IFRTD Executive Committee serves in a steering and advisory capacity to provide strategic guidance and direction to the Board of Directors of IFRTD, the IFRTD Secretariat and the IFRTD network.

With regard to the IFRTD Board of Directors and IFRTD Secretariat, the Executive Committee's responsibilities include:

Advisory Roles and Responsibilities:

- To provide policy guidance and advice the Board of Directors and wider network in the following areas
 - Policies related to transport, access and mobility
 - Policies related to cross-cutting issues and international development
 - Policies related to the network's organisation, such as Secretariat, NFGs, regional divisions
 - Policies needed to maintain the southern-driven character of the network as well as policies relating to networking itself.
- To identify priority areas for advocacy, information production and research
- To help identify financing mechanisms for the IFRTD Secretariat
- To appoint working groups, as necessary, to address specific topics or issues of interest to the IFRTD Secretariat, Board of Directors and IFRTD network
- To provide outreach and communications on the importance of transport in poverty reduction goals and activities, the importance of transport in cross sector activities (agriculture, education, health, ICTs, water, etc.) and in achieving the Millennium Development Goals overall
- To provide guidance and advice on programmatic and project investments by donors, governments, network members and the international community
- To promote donor coordination on transport-poverty activities.

Decision-making roles and responsibilities:

- To approve, adopt and monitor the strategy, ensuring consistency with the Forum's vision, mission and values as well as its relevance in the international context.
- To review and/or amend the criteria for NFG affiliation
- To elect the IFRTD Board of Directors from a list of nominations. For the founding board, the board members will also have a seat on the Executive Committee.

The Executive Committee does not engage in the day-to-day operations of the IFRTD Secretariat and delegates to the Board of Directors the responsibility to oversee strategy implementation by the IFRTD Secretariat. *The IFRTD Executive Committee has no fiduciary authority or responsibility; the Board of Directors bears financial responsibility over resources expended by the IFRTD Secretariat.*

5.2. Number of members and composition of the Executive Committee



- The size of the Executive Committee should be limited to 15 voting members with the option of rising to a maximum of 19 over a period of time.
- In line with the Forum’s southern-driven nature, the majority of Executive Committee members should originate from the South.
- The NFGs and/or active members in the regions should form the core of the Executive Committee and will have full voting rights. Each region should select two NFG/regional representatives using uniform criteria.¹ These regional representatives are appointed in a personal capacity to allow for continuity. The regions should, where possible, select gender-equitable representation.
- As an option to be decided on an annual basis by the EC, active “thematic groups” (formerly COPs which are unincorporated groups), moderated by IFRTD, may elect a representative on the Executive Committee. The EC will decide based on the recommendation of the Secretariat. Each thematic group will have one vote.
- Institutional partners (formerly institutional members which are currently ILO and Practical Action) should participate in the Executive Committee through a process of co-option. Each institutional partner has one vote.
- The co-options should include at least one core donor with a vote—proposed by the donors at the annual ECM. Decisions about co-options² would be made on the basis of strategic importance to the IFRTD network and to have a broad base of experience on the Executive Committee.
- The chair of the Board of Directors will automatically become the Chair of the Executive Committee to allow for continuity and leadership.
- ‘Observers’ or ‘special guests’ may be invited to participate in the ECM on an ad-hoc basis. They should include other donors, other bi- and/or multilateral institutions, governments, private sector (such as transport operators) to ensure that the Executive Committee is representative of the network. Special guests will not be full members of the committee nor will they have voting rights.

5.3 Term of Office and Meetings

- Members, except for representatives from the thematic groups, will be elected for a period of three years. In the first instance one regional representative would be elected at the regional level for 3 years and one for 2 years to allow for continuity. A similar arrangement applies to co-opted members. This election process will need to be reviewed during the first term of the ‘new’ Executive Committee.
- Representation of thematic groups will be decided by the Executive Committee on an annual basis, based on the recommendation of the IFRTD Secretariat.

¹ Since not all regions organise annual regional meetings it was decided that selection of the ECM representatives could be done virtually in a consultative manner, using uniform criteria. These uniform criteria need to be transparent across regions and at the ECM 2008 it was decided that the Regional Coordinators will collaborate with their regions to develop these criteria during 2009.

² Currently the co-opted members are Paul Starkey and Camilla Lema whose three-year terms ended in November 2008. The EC decided to extend this for one year and review the criteria at next year’s ECM.



- The Secretariat should ensure that all Executive Committee members can participate fully in meetings by providing appropriate translation facilities etc.
- Executive Committee members coming from the south may request financial support in order to travel to ECM. This will be on a reasonable expense basis.
- The Executive Committee will meet once a year and the meeting will be chaired by the Chairperson (identical to the Chair of the Board of Directors).

5.4. Decision-making

- For those roles and responsibilities that require a decision (as listed above), Executive Committee decision-making is proposed to take place by consensus. If consensus decisions cannot be reached, a two-thirds majority of those present or registered as physical or virtual participants would be required.
- Consultations by E-mail may be organised in between the annual ECM.

6. IFRTD BOARD OF DIRECTORS

6.1. Roles and Responsibilities of the Board

The Board of Directors of the IFRTD Secretariat is responsible for ensuring the effective operation of the Secretariat and to act as the legal governance body of the IFRTD Secretariat. Directors are expected to look after the best interests of IFRTD as a whole rather than their own organisation or sector interests. The position is on a voluntary basis and will not involve any remuneration. Reasonable expenses related to travel will be reimbursed.

Specifically, the Board of Directors:

- Provides programme vision and leadership in line with the strategy adopted by the Executive Committee
- Insures that all activities and programmes of the IFRTD Secretariat are in line with the Strategy and regularly revisits the strategy to monitor its relevance.
- Assures programme integrity and accountability in terms of cost-effectiveness and efficiency of financial resources as well as the Secretariat's compliance with the Forum's mission, vision and values.
- Provides guidance on substantive and strategic issues with a view to improve the scope and focus of the programme through the approval of annual work plans
- Helps secure financing mechanisms to ensure that the IFRTD Secretariat has adequate resources
- Agrees and periodically reviews the budget and financial performance
- Ensures that the IFRTD Secretariat and its assets are managed effectively
- Appoints its own Chair, Vice Chair and Treasurer
- Appoints the Executive Secretary of the IFRTD Secretariat
- Supports the Executive Secretary and reviews his/her performance with inputs from the Secretariat team. (The Board Chair will line-manage the Executive Secretary)
- Provides guidance on HR, organisational and financial policies for IFRTD. This also includes decisions on the regional divisions of IFRTD (there are currently 4). The founding board will approve a new HR and financial



policy based on options developed by the capacity assessment consultants with inputs from the Secretariat

6.2. Term of Office and Meetings

Board members will hold a three year term of office, with overlapping terms to avoid total Board turnover every fourth year. A board member can serve a maximum of two terms provided there is a break of one year between the first and second term. In exceptional circumstances the Board of Directors can decide on a sequential board term for a particular board member.

Meetings of the Board of Directors are held approximately every six months. If budget allows both meetings will be face-to-face or, alternatively, there will be one physical meeting to coincide with the ECM and one virtual meeting by conference call. The Secretariat will send quarterly technical and financial reports to the Board of Directors to keep them informed of the progress of the IFRTD Network.

The Chair of the Board of Directors is also welcome to attend the six-monthly Secretariat meeting. In case he/she cannot make it, he/she may appoint another board member to participate on his/her behalf. The Chair will also hold regular virtual meetings, preferably on a monthly basis, with the Executive Secretary to discuss progress and performance.

6.3. Number of Members and composition of the IFRTD Board of Directors

As agreed during the ECM in December 2007, the Board of Directors will be a small board mainly drawn from the Executive Committee and supplemented by outsiders if so required. In accordance with UK Charity Law, the legal members will be the same as the members of the Board of Directors.

The board will have the following composition:
A maximum of 9 people with at least:

- One representative from each region (4)
- One member in close proximity to Secretariat in London serving as Treasurer (1)

Board composition will reflect:

- Different sectoral representation (private sector, civil society, government, academic)
- Transport sector expertise
- Poverty related expertise
- Fundraising expertise
- Management experience and knowledgeable on UK Charity Law.
- Southern driven nature of IFRTD – southern membership needs to exceed northern membership by at least one
- Gender equity – difference in number between genders cannot exceed one, unless the circumstances are exceptional.

6.4. Profile of Board Members



The following criteria should be considered in proposing viable candidates for the IFRTD Board of Directors:

Essential criteria:

- Recognised nationally, regionally or globally for their work in the fields of transport and/or poverty
- Proven belief in promoting the southern agenda
- Proven understanding of the importance of networking
- Willingness to contribute time and effort to participate in all Board meetings, and in the promotion of the network and other IFRTD events
- Willingness to listen to and solicit strategic guidance and input from the IFRTD Executive Committee

Other desirable criteria

- Visionary and strategic thinking
- Willingness to serve as a steward in advancing the transport-poverty agenda
- Experience in cross-sectoral issues (agriculture, environment, education, health, water and sanitation, gender and/or ICTs)
- Background in financial and management services

If, following a Board of Directors election, it is determined that a key IFRTD network constituency group is not represented, the Board retains the right to appoint an additional member to address this gap. However the maximum number of Board member cannot exceed 9.

Elected Board members will serve *ex-persona* that is based on their individual experiences and contributions and not on their particular organisational affiliation. Elected Board members can not send alternates on their behalf if unable to attend a Board meeting.

6.5. *The Founding Board*

As is the case for any newly-formed organisation the IFRTD Secretariat needs a founding board to help guide the IFRTD Secretariat through independence and create a strong foundation for an independent IFRTD Secretariat, including the development and adoption of HR, fundraising and financial policies. As a practical solution, it is therefore proposed that the founding board will have 5 members consisting of one representative per region plus one board member who is based in the UK (and who should be the treasurer for practical reasons). These founding members have been recommended by the Secretariat with inputs from the regions and approved by the Executive Committee. The members of the Founding Board should represent, where possible the following stakeholder groups of the IFRTD Network:

- One institutional partner
- One government representative
- One gender and transport expert
- One civil society representative
- One private sector representative

Due to budgetary reasons the four members from developing countries will also serve as regional representatives on the Executive Committee reducing the total



number of people who will be present at the first Board and ECM. The board members will elect the chair from amongst the five members; it is important to mention that in recognition of his good leadership, the current Chair of the ECM has expressed an interest in the role of Chair of the Board of Directors.

The founding board will serve for a term of two years during which they will review and/or implement the process for the election of board members as drafted below.

Whilst this process may be a democratically imperfect process it has been done in good faith.

6.5. Process for selecting the Board of Directors

At the meeting of the Board/Executive Committee every year, an IFRTD Board Election Committee will be established consisting of two members not up for re-election during that year. The Board Election Committee is responsible for soliciting and screening proposed candidates, for developing a short-list of eligible nominees for board election and for announcing the newly elected Board members. The committee will be assisted by the Secretariat Team.

All Executive Committee members will be given the opportunity to vote for elected members of the Board of Directors.

- An email is sent to all Executive Committee members by the beginning of the fiscal year asking for nominations no later than the end of the month. The regional representatives on the Executive Committee are required to consult with their regional members either virtually or during regional meetings.
- Candidates can be nominated by email to indicating the name and contact information for the nominee (email, phone number) and why it is considered that this person would make a good candidate for the Board based on the criteria agreed for Board Members.
- Members can nominate themselves.
- Nominated candidates will be requested to submit their CV including the following:
 - Evidence of national, regional or global recognition for their work in the fields of transport and/or poverty
 - Proof that they have worked for and promoted the southern agenda
 - Proof that they understand the importance of networking

It should include a statement that will express their:

- Willingness to contribute time and effort to participate in all Board meetings, and in the promotion of the network and other IFRTD events
- Willingness to listen to and solicit strategic guidance and input from the IFRTD Executive Committee
- Candidate nominees will be reviewed against the above selection criteria and a short list of qualified Board candidates will be completed at which time the notification of the start of voting will be issued.
- The candidate short list will be sent out for election to the full list of Executive Committee members in time for the next ECM. During the ECM there will be a closed session for voting members only to decide on the new Board Members.
- The committee will declare the results as soon as possible after the close of voting and the new members will join the Board at its next meeting.



6.6. Conflict of Interest

Disclosure of potential conflicts should be provided to the Chair of the Board of Directors as soon as they are identified, and can be provided in person or in writing. Board members will be expected to abstain from any decisions directly related to their organisation. Board members cannot be personally contracted for IFRTD services, however, this does not preclude their organisation from being a recipient of IFRTD-funding. If a contractual issue should arise out of a contract the particular board member needs to abstain from any decision relating to this issue.

6.7. Chairperson

Board members will select their Chairperson by vote. All Board members will be eligible for consideration as Board Chair. In order to have an equal balance of views it has been agreed to have a Board Chair from the south if the Executive Secretary originates from the north and vice versa (as per minutes agreed during the Executive Committee Meeting 2005 and in line with Strategic Objective 4.4).

The key functions of the Chair are:

- To oversee broadly the activities and direction of IFRTD
- To provide guidance and direction to the Executive Secretary and to line manage her/him
- To chair and facilitate Board and Executive Committee Meetings
- To represent the IFRTD network as requested and as available in international forums
- To help identify possible funding sources
- To represent the interests of the Board to the IFRTD Executive Secretary and represent the interests of the Executive Secretary and other team members to the Board
- To ensure the separation of governance and management within IFRTD
- To plan his/her succession and the smooth nomination and elections of Board Members

Additional qualifications for the Chair (in addition to board members):

- Reasonably neutral and moderate within the international spectrum between the sectors
- Competent facilitator and chair of meetings who provides leadership to the Board of Directors and Executive Committee
- Good communicator able to represent the work of the IFRTD in international forums to the media and in other functions
- Qualified to take the lead in appointing, guiding and appraising the performance of the IFRTD Executive Secretary

6.8. Non-Participating Board Members.

If a Board member has two unexcused absences from Board meetings or other key Board functions, the individual would be notified by the Chair that she/he has not fulfilled her/his requirements as a Board member, his/her position would be terminated, and a replacement identified through the process outlined above. Excused absences can be obtained by notifying the IFRTD Board Chair of inability to participate in the Board meeting/function prior to the event. On an annual basis a Board member is required to at least participate in one board meeting.



6.9. Board Member Resignation

If a Board member is unable to fulfil his/her position for whatever reason, he/she is to submit their resignation to the Board Chair. The Board Chair will then solicit candidate names for this position from the Executive Committee and/or network and call for a vote. To the extent possible, candidates will be solicited from the same stakeholder group affiliation as the exiting Board member.

6.10. Decision-making

- The decision-making roles within the Board of Directors are to take place by consensus. If consensus decisions cannot be reached, a two-thirds majority of those present or registered as physical or virtual participants would be required.
- Consultations by E-mail may be organised in between the six-monthly meetings

7. IFRTD MEMBERSHIP, NFGs AND REGIONAL CONSULTATIONS

IFRTD Membership is open to all who share the network's vision, value and principles. In line with strategic objective 2.1. and 2.2, the EXCOM, BOD and Secretariat made some progress identifying new categories of membership. Even though this is a work in progress it is already worthwhile noting the new categories here:

7.1. Individual members

People/organisations who are on the IFRTD mailing list, receive the Forum's newsletter, may or may not participate in other Forum activities. They can be coopted into the mailing list by members of the Secretariat or other members at any time. They can be coopted by NFGs, regional governance bodies or the Executive Committee to participate in the governance of the network.

7.2. Strategic partners

These are donor organisations that benefit from having a strategic relationship with the Forum, and contribute financially to the Forum achieving its mission. One strategic partner will have a voting right on the Executive Committee to be selected by and from all strategic partners.

7.3. Institutional partners

Organisations that benefit from having a strategic relationship with the Forum, and contribute to the Forum achieving its mission. Institutional members must be represented on the Executive Committee

7.4. Corporate members

These are private sector companies that recognise the importance of IFRTD's vision and mission and are invited to support an IFRTD event/workshop/programme. Corporate Membership will also enable the business to be recognised as an active member of the global corporate community concerned about the accessibility and mobility needs of poor communities.

7.5. National Forum Groups (NFGs)



These are the national networks of members, who are key partners in delivering the Forum's strategy. NFGs can be formed by groups of interested members. They must subscribe to, and demonstrate in their activities the values of the Forum and contribute to the Forum's strategic objectives. Para 7.4 provides the minimum criteria required for an NFG to be recognised as an affiliated national network of the Forum. These criteria may be amended by the Executive Committee.³ There has to be NFG representation in the governance of the network, particularly within the Executive Committee. NFG members who participate in the governance structure will be appointed on an individual basis.⁴

7.6. Thematic groups

These are the Communities of Practice that IFRTD currently moderates around a thematic issue that is of strategic value to the network. They are unincorporated groups consisting of members who have signed up to a virtual discussion group. They will be invited on an annual basis by the Executive Committee based on recommendations from the Secretariat.

Below follow two tables outlining the benefits and responsibilities of each category of membership.

CATEGORY	BENEFITS					
	Information – publications, contacts	Participate in IFRTD events:	Professional opportunities (incl. financial)	International knowledge sharing	Ownership/solidarity/belonging	Represented in governance
Individual members	√	√	√	√	√	Can nominate on BOD
Strategic partners	√	√	√	√	√	One vote on EC
Institutional partners	√	√	√	√	√	Each a vote on EC
Corporate members	√	√	√	√	√	
National Forum Groups	√	√	√	√	√	EC vote and nominate on BOD
Thematic groups	√	√	√	√	√	EC vote approved on annual basis

CATEGORY	RESPONSIBILITIES/OBLIGATIONS					
	Register /Subscribe/sign up	Knowledge contribution	Financial contribution	Representation	Facilitation of network processes	Voting rights
Individual members	√	√		√ (on delegation)	√ (on delegation)	
Strategic partners			√			
Institutional						

³ As the Executive Committee is responsible for the strategic direction of the IFRTD network they will be responsible for amendment of the NFG and membership criteria. This task should be prioritised.

⁴ This is to allow for continuity at the Executive Committee level and to prevent NFGs sending representatives on a rotating basis.



partners						
Corporate members	√		√			
National Forum Groups	√	√		√	√	
Thematic groups					√	

7.7. Criteria for NFG affiliation

NFG affiliation to the international network is based on the following criteria, which may be amended by the Executive Committee.

7.7.1. The aims and objectives of the NFG should be consistent with those of the IFRTD network.

7.7.2. The NFG should have instruments for transparency such as a constitution, articles of association, rules and by-laws, and minutes of meetings should be circulated

7.7.3 The NFG should demonstrate a democratic structure. Members should elect decision-making bodies, and there should be at least one general assembly per year. Work plans and financial reports must be presented to the general assembly of the NFG.

7.7.4. Membership of NFGs must be diverse, gender-balanced, inclusive and open in order to stimulate debate and to facilitate networking among stakeholders.

7.7.5. The NFG can choose whether to obtain a legal status or not. Whatever is decided, NFGs should have a constitution and procedures in keeping with 7.7.2 above

7.7.6. NFGs must promote effective participation of members in NFG activity. This will be manifested by delegated tasks described in work plans

7.7.7 NFGs must share information through networking among NFG members, other NFGs and the IFRTD Secretariat and with external partners

7.7.8 NFGs must have clear conflict resolution mechanism embodied in the constitution.

In line with strategic objective 4.3., the NFG criteria and NFG affiliation process will need to be reviewed by the Board of Directors, IFRTD Secretariat, Executive Committee, NFGs and the wider network.

7.8. Regional Consultations⁵

⁵ This section was changed into regional consultations since annual regional meetings are not held in each region, pending on context and funding.



There are presently 4 IFRTD 'regions' in the developing world: Asia, Eastern and Southern Africa, West and Central Africa and Latin America. The definition, scope, number and extent of the regions may be amended by the Board of Directors.

There will be annual events and/or consultations in each IFRTD region to which affiliated NFGs, active members and strategic partners are invited to participate. These events/consultations set (thematic) priorities for the region, suggest international priorities for advocacy, information production, research and regional communications, select regional representatives to the Executive Committee and Board of Directors and suggest strategic partners and/or general members for cooption. For the founding board the regional members will be consulted on their respective regional recommendations.

The annual consultations and/or regional events are meant as a networking opportunity for members in the region on specific (thematic) issues and the non-decision making part of the meeting is open to all members in the region (and beyond).

8. IFRTD SECRETARIAT

The new governance structure accommodates the establishment of the IFRTD Secretariat as an independent UK-registered body. The IFRTD Secretariat (also referred to as IFRTD and distinct from the IFRTD Network or Forum) exists for the sole purpose of developing, coordinating and maintaining the IFRTD network as a southern-driven, decentralised, networking organisation.

IFRTD will be incorporated as a company limited by guarantee and having no share capital. The Memorandum of Association for the Company will reflect and be consistent with the principles of the IFRTD Network's new governance arrangements and with the structures and functions described in the previous paragraphs 1 to 7.

The IFRTD will continue to be a decentralised body, operating as currently from London, Lima, Douala, Nairobi and Colombo. The location of the IFRTD Secretariat's operations are subject to change by the Board of Directors. The IFRTD Secretariat will be non-hierarchical, democratic and transparent in its operations in keeping with the principles outlined in section 2. The exact HR structure and organogram needs to be reviewed and determined by the new Board of Directors, based on the principles as outlined in Section 2.

The IFRTD Secretariat staff, management and Board of Directors will be accountable to the wider membership of the IFRTD network for:

- Developing, coordinating and maintaining the IFRTD network as a southern-driven decentralised networked and networking organisation
- Achieving the IFRTD network's strategic objectives
- Preparing annual work plans and budgets for the operation of the IFRTD Secretariat
- Raising and managing funds for the IFRTD Secretariat's own costs and broader network activities
- Building the network base and serving as a focal point for information pertinent to the network
- Servicing the IFRTD Board of Directors and Executive Committee and facilitating the implementation of the decisions made by them



- Facilitating the delivery of IFRTD services (action plans, capacity strengthening, financing facilitation, knowledge management and results monitoring and evaluation), and overseeing core funded activities.
- Facilitating the activities/events of the IFRTD network, and/or providing support to IFRTD network members responsible for conducting these activities
- Organising the Board and Executive Committee Meeting

9. GRIEVANCES PROTOCOL

In case of a grievance (which is defined as unreasonable and/or unprofessional behaviour) between the following parties:

- Chair of the Board versus other Board Members
- Chair of the Board versus Executive Secretary
- NFG versus NFG
- NFG versus the Secretariat/Regional Coordinator
- Secretariat versus a Strategic Partner

an arbitration panel will be set up consisting of three persons: one nominated member from the BOD, one nominated member of the Executive Committee and one nominated member of the Secretariat (in case the grievance is against the Executive Secretary this obviously excludes this person from taking part in the panel).

If the grievance is between the Executive Secretary and a Secretariat member this will in first instance be dealt with through the line management structure as set out in the HR policy. If it cannot be resolved this way the Chair of the Board of Directors is to arbitrate.

